

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER
DEVELOPMENT LP (f/k/a Footprint Power
Salem Harbor Development LP), *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10239 (MFW)

(Jointly Administered)

Hearing Date: April 21, 2022 at 3:00 p.m. (ET)

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Docket Ref Nos. 3, 6, 7, 8, 46, 49, 50, & 54

OMNIBUS NOTICE OF FIRST DAY PLEADINGS AND FINAL HEARING THEREON

PLEASE TAKE NOTICE that, on March 23, 2022, and March 24, 2022, Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), filed certain pleadings with the United States Bankruptcy Court for the District of Delaware (the “Court”) seeking “first day” relief, including the following (collectively, the “First Day Pleadings”):²

1. Debtors’ Motion for Entry of Interim and Final Orders (A) Authorizing (I) Continued Use of Cash Management System, (II) Maintenance of Bank Accounts and Business Forms, (III) Performance of Intercompany Transactions, and (IV) Certain Prepetition Obligations to be Honored; (B) Granting Administrative Expense Priority Status to Postpetition Intercompany Claims; (C) Waiving Strict Compliance with 11 U.S.C. § 345(b) and Certain Operating Guidelines, as Applicable; and (D) Granting Related Relief [Docket No. 3; 3/23/22]
2. Debtors’ Motion for Entry of Interim and Final Orders (A) Authorizing Payment of Certain Prepetition Taxes and Fees and (B) Granting Related Relief [Docket No. 6; 3/23/22]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (2253); Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (9509); Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (N/A); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors’ service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

² The Debtors filed certain pleadings that were approved on a final basis at the First Day Hearing (as defined below), which are not listed herein.

3. Debtors' Motion for Entry of Interim and Final Orders (A) Prohibiting Utility Companies from Discontinuing, Altering, or Refusing Service, (B) Deeming Utility Companies to Have Adequate Assurance of Future Payment, (C) Establishing Procedures for Resolving Requests for Additional Assurance, and (D) Granting Related Relief [Docket No. 7; 3/23/22]
4. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors to Use Cash Collateral, (B) Granting Adequate Protection, (C) Modifying the Automatic Stay, and (D) Granting Related Relief [Docket No. 8; 3/24/22] (the "Cash Collateral Motion")

PLEASE TAKE FURTHER NOTICE that a hearing on the First Day Pleadings was held on March 25, 2022 (the "First Day Hearing"), after which the Court entered certain orders granting the relief requested in the First Day Pleadings on an interim basis [Docket Nos. 46, 49, 50, & 54] (such interim orders, the "Interim Orders"). Concurrently herewith, you are being served with the Interim Orders.

PLEASE TAKE FURTHER NOTICE that a hearing to consider final approval of the First Day Pleadings is scheduled for April 21, 2022 at 3:00 p.m. (ET) before the Honorable Mary F. Walrath, in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the entry of orders approving the interim relief set forth in the Interim Orders on a final basis must be filed on or before April 14, 2022 at 4:00 p.m. (ET) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, copies of any responses or objections must be served so as to be received on or before the Objection Deadline upon the following parties: (a) proposed counsel to the Debtors, (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Brian S. Hermann, bhermann@paulweiss.com, John T. Weber, jweber@paulweiss.com, and Alice Nofzinger, anofzinger@paulweiss.com and (ii) Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn: Pauline K. Morgan, pmorgan@ycst.com, Andrew L. Magaziner, amagaziner@ycst.com, Katelin A. Morales, kmorales@ycst.com, and Timothy R. Powell, tpowell@ycst.com; (b) the Office of the United States Trustee for the District of Delaware, 844 North King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Joseph Cudia, joseph.cudia@usdoj.gov; (c) counsel to the Prepetition Agent, (i) Mayer Brown LLP, 1221 Avenue of the Americas, New York, New York 10020, Attn: Brian Trust, btrust@mayerbrown.com, and Joaquin M. C De Baca, jcdebaca@mayerbrown.com, and (ii) Potter Anderson & Corroon LLP, 1313 North Market Street, P.O. Box 951, Wilmington, Delaware 19801, Attn: Christopher M. Samis, csamis@potteranderson.com, and L. Katherine Good, kgood@potteranderson.com; and (d) counsel to any statutory committee appointed in these chapter 11 cases.

PLEASE TAKE FURTHER NOTICE THAT any responses or objections to the final relief requested in the Cash Collateral Motion must be filed on or before the Objection Deadline and served on the following parties: (a) proposed counsel to the Debtors, (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019, Attn.:

Brian S. Hermann, bhermann@paulweiss.com, John T. Weber, jweber@paulweiss.com, and Alice Nofzinger, anofzinger@paulweiss.com and (ii) Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, DE 19801, Attn.: Pauline K. Morgan, pmorgan@ycst.com and Andrew L. Magaziner, amagaziner@ycst.com; (b) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn.: Joseph Cudia (joseph.cudia@usdoj.gov); (c) counsel to the Prepetition Agent, (i) Mayer Brown LLP, 1221 Avenue of the Americas, New York, NY 10020, Attn.: Brian Trust, btrust@mayerbrown.com and Joaquin M. C de Baca, jcdebaca@mayerbrown.com, and (ii) Potter Anderson & Corroon LLP, 1313 North Market Street, P.O. Box 951, Wilmington, Delaware 19801, Attn.: Christopher M. Samis, csamis@potteranderson.com and L. Katherine Good, kgood@potteranderson.com; (d) counsel to IEP, Steptoe & Johnson LLP, 633 West Fifth Street, Suite 1900, Los Angeles, CA 90071, Attn: Jeffrey Reisner, jreisner@steptoe.com and Thomas Watson, twatson@steptoe.com; and (e) proposed counsel to any statutory committee appointed in these chapter 11 cases.

PLEASE TAKE FURTHER NOTICE THAT copies of the First Day Pleadings and Interim Orders may be obtained (i) by visiting the website maintained by the Debtors' claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/Salemharbor>, free of charge; (ii) by request to Debtors' counsel at tbollman@ycst.com; or (iii) from the Bankruptcy Court's website, www.deb.uscourts.gov, for a fee. A PACER login and password are required to access documents on the Bankruptcy Court's website, and these can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE FIRST DAY PLEADINGS ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN CONNECTION WITH SUCH FIRST DAY PLEADINGS ON A FINAL BASIS WITHOUT FURTHER NOTICE OR HEARING.

[Signature Page Follows]

Dated: March 25, 2022
Wilmington, Delaware

Respectfully submitted,

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew L. Magaziner

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- and -

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*Proposed Counsel to the Debtors and
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